

Sto SE & Co. KGaA

Stühlingen/Germany

**Securities identification number: - 727 410 / 727 413 -
ISIN: - DE 0007274102 / DE 0007274136 -**

Invitation to the ordinary Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting of Sto SE & Co. KGaA

**at 10:30 a.m. on Wednesday, 18 June 2025 CEST,
at the Donauhallen event centre, An der Donauhalle 2, D-78166 Donaueschingen.**

I. Agenda:

Item 1: Presentation of the Annual financial statement and the Consolidated annual financial statement of the Sto Group – each approved by the Supervisory Board – as at 31 December 2024, the Management reports for Sto SE & Co. KGaA and the Group including the explanatory reports of the personally liable partner STO Management SE regarding the information provided pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB) and the non-financial information provided pursuant to Sections 289b and 315b of the HGB for the 2024 financial year, the Report of the Supervisory Board; adoption of a resolution regarding approval of the annual financial statement of Sto SE & Co. KGaA as at 31 December 2024

The personally liable partner STO Management SE and the Supervisory Board propose the adoption of the annual financial statement of Sto SE & Co. KGaA as at 31/12/2024 in its current form, which shows a net income in the amount of EUR 46,144,323.82.

With the exception of the resolution regarding approval of the annual financial statement pursuant to Section 286 (1) Sentence 1 of the German Stock Corporation Act (AktG), no further resolution by the General Meeting is planned with regard to agenda item 1) The Supervisory Board has endorsed the consolidated annual financial statement of the Sto Group pursuant to Section 171 of the Ger-

man Stock Corporation Act (AktG). The prerequisites under which the General Meeting must approve and establish the consolidated annual financial statement pursuant to Section 173 (1) of the German Stock Corporation Act (AktG) do not apply. A resolution will be adopted regarding use of the net income in the context of agenda item 2. The non-financial statement (Sustainability Statement) is integrated into the management report in accordance with Sections 289b (1), 315b (1) German Commercial Code (HGB); the company has not exercised its right to be exempted from the obligation to supplement the Management report with a non-financial statement in accordance with Sections 289b (3), 315b (3) German Commercial Code (HGB).

Item 2: Adoption of a resolution regarding use of the net income

The personally liable partner STO Management SE and the Supervisory Board propose to use the net income in the amount of EUR 46,144,323.82 as reported in the annual financial statement as at 31 December 2024 as follows:

1)	Payout of a dividend in the amount of EUR 0.31 and a bonus in the amount of EUR 3.00 per preference share entitled to dividends, i.e. to the 2,538,000 preference shares entitled to dividends with an aggregate nominal amount of EUR 6,497,280.00 a total dividend payout in the amount of	EUR 8,400,780.00
2)	Payout of a dividend in the amount of EUR 0.25 and a bonus in the amount of EUR 3.00 per ordinary share entitled to dividends, i.e. to the 3,888,000 ordinary shares entitled to dividends with an aggregate nominal amount of EUR 9,953,280.00 a total dividend payout in the amount of	EUR 12,636,000.00
3)	Appropriation to other revenue reserves	EUR 25,000,000.00
4)	Amount to be carried forward to new account	EUR 107,543.82

	Net income:	EUR 46,144,323.82

Subject to the adoption of the resolution regarding the proposal, the dividend is payable on the third business day following the resolution of the General Meeting, i.e. on 23 June 2025.

The number of ordinary shares entitled to dividends takes into account the fact that Sto SE & Co. KGaA holds 432,000 registered ordinary shares.

Item 3: Adoption of a resolution regarding the approval of actions taken and granting of discharge of the personally liable partner STO Management SE for the 2024 financial year

The personally liable partner STO Management SE and the Supervisory Board propose to approve actions and grant discharge to the personally liable partner STO Management SE for the 2024 financial year.

Item 4: Adoption of a resolution regarding the approval of actions taken and granting of discharge of the members of the Supervisory Board for the 2024 financial year

The personally liable partner STO Management SE and the Supervisory Board propose to approve actions and grant discharge to all members of the Sto SE & Co. KGaA Supervisory Board who were in office in the 2024 financial year for the 2024 financial year.

Item 5: Selection of the auditor and group auditor for the 2025 financial year and the auditor for the audit of the Sustainability Report in accordance with CSRD

Item 5.1: Selection of the auditor and Group auditor for the 2025 financial year

In accordance with the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart/Germany be selected as the auditor and Group auditor for the 2025 financial year.

In its recommendation, the Audit Committee declared that the recommendation is free from any undue influence by third parties and that no clauses of the type specified in Article 16 Paragraph 6 of the EU Regulation were imposed on the

Committee (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing resolution 2005/909/EC) of the Commission.

Item 5.2: Selection of the auditor for the audit of the Sustainability Report in accordance with CSRD

The Supervisory Board proposes that the following resolution be adopted:

'Subject to the specific regulations in an Implementation Act on the Corporate Sustainability Reporting Directive (CSRD) – (2022/2464/EU) amending the German Commercial Code (HGB) and other acts of the CSRD, which entered into force in Germany on 5 January 2023, and subject to the mandatory applicability of the CSRD to the company, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart/Germany, is elected as the auditor of the mandatory CSRD reporting ('Sustainability Report') to obtain limited audit assurance for Sto SE & Co. KGaA and the Sto Group for the 2025 financial year.'

The nomination proposal is based on the recommendation of the Audit Committee. In its recommendation, the Audit Committee declared that – in corresponding application of the provisions on the selection of the auditor and group auditor – this selection of the auditor of the mandatory CSRD reporting is free from undue influence by third parties and that no clause of the type specified in Article 16 Paragraph 6 of the EU Regulation was imposed on the Audit Committee (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing resolution 2005/909/EC of the Commission).

Item 6: Adoption of a resolution regarding the approval of the 2024 Remuneration report

In accordance with Section 120a (4) Sentence 1 of the German Stock Corporation Act (AktG), the General Meeting of a listed company is required to adopt a resolution approving the Remuneration report that has been produced and reviewed by the Executive Board and Supervisory Board in accordance with Section 162 of the German Stock Corporation Act (AktG). The Annual General Meeting is required to adopt a resolution approving the Remuneration report for the 2024 financial year. The resolution does not create any rights or obligations. It cannot be challenged as described under Section 243 of the German Stock Cor-

poration Act (AktG). Sto SE & Co. KGaA has a personally liable partner rather than an Executive Board due to the legal form of organisation. Therefore, the report was produced in accordance with Section 278 (3) of the German Stock Corporation Act (AktG) by the personally liable partner instead of by an Executive Board.

The Remuneration report was audited by the auditor in accordance with Section 162 (3) of the German Stock Corporation Act (AktG) to determine whether the information legally required under Section 162 (1) and (2) of the German Stock Corporation Act (AktG) had been provided. The auditor's report based on the Remuneration report audit is enclosed with the Remuneration report.

The personally liable partner STO Management SE and the Supervisory Board propose the approval of the 2024 Remuneration report that has been produced and reviewed in accordance with Section 162 of the German Stock Corporation Act (AktG).

The remuneration report for the 2024 financial year, together with the auditor's report dated 24 April 2025, is available on the Company's website at

'<https://www.sto.de/s/investor-relations/hauptversammlung>'

and will also be accessible there during the Annual General Meeting. For the purpose of the resolutions, reference will be made to the statements provided below.

The report will be available separately on the Company's website at

'<https://www.sto.de/s/investor-relations/verguetungsbericht>'

for a period of 10 years following the Annual General Meeting.

II. General information and requirements for participating in the Annual General Meeting and exercising voting rights.

Requirements for participating in the Annual General Meeting

In accordance with Section 13 (2) of the Articles of Association, those holders of preference shares (bearer shares) who have registered for the Annual General Meeting and provided

proof of their entitlement are entitled to participate in the Annual General Meeting. For this purpose, the custodian bank must provide proof of shareholding in text form (Section 126b German Civil Code (BGB)) in English or German. Alternatively, proof of the last intermediary ('Letztintermediär') in accordance with Section 67c of the German Stock Corporation Act (AktG) is sufficient. The proof is to reflect the circumstances given as per the close of business of the 22nd day before the Annual General Meeting, i.e. Tuesday, 27 May 2025 (24:00 CEST), (known as the record date).

The Company must have received the registration request and proof of shareholding from the holders of preference shares (bearer shares) at the following address by no later than Wednesday, 11 June 2025 (24:00 CEST):

Sto SE & Co. KGaA
c/o ITTEB GmbH & Co. KG
Vogelanger 25
D-86937 Scheuring
E-mail: sto2025@itteb.de

In accordance with Section 13 (1) of the Articles of Association, holders of ordinary shares (registered shares) who are entered in the Company's share register and who will have registered in writing (Section 126b of the German Civil Code (BGB)) at the following address by no later than the end of Sunday, 15 June 2025 (24:00 CEST), are entitled to attend the Annual General Meeting and exercise their voting rights:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

In order to ensure timely receipt of the admission ticket, we kindly ask shareholders to make sure that their registration and – in the case of holders of preference shares (bearer shares) – proof of their shareholding are sent well in advance and to contact their custodian bank as early as possible.

The registration office will send admission tickets for the Annual General Meeting to all shareholders or their authorised representatives (see the following section 'Procedure for voting through an authorised representative') entitled to participate in the Annual General Meeting and to exercise voting rights – if any. Substitute admission tickets will be available at the security checkpoint on the day of the Annual General Meeting.

Record date in accordance with Section 123 (4) of the German Stock Corporation Act (AktG) and its significance

As regards their standing with the Company, only those holders of preference shares (bearer shares) who have submitted proof of shareholding shall be deemed to be shareholders of the Company for the purpose of participating in the Annual General Meeting. In the case of holders of preference shares (bearer shares), the entitlement to participate in the General Meeting shall be determined exclusively on the basis of share ownership of the holders of preference shares (bearer shares) as at the record date. The record date does not result in a period of prohibition on disposal for the shareholding. Even in the event of a complete or partial disposal of the shareholding after the record date, only the shareholding of the shareholder on the record date shall be decisive for participation, i.e. any changes in the shareholding or transfers of shares after the record date shall have no effect on the entitlement to participate in the General Meeting. The same applies to the purchase of shares after the record date. Persons who do not hold any preference shares (bearer shares) as at the record date and only become holders of preference shares (bearer shares) thereafter shall not be entitled to participate unless they are authorised or empowered to exercise the rights by shareholders who are entitled to participate.

The record date has no bearing on the dividend entitlement of holders of preference shares (bearer shares).

Procedure for voting

After duly registering, shareholders will have the opportunity to attend the Annual General Meeting in person and to exercise their voting rights – if any – themselves.

Procedure for voting through an authorised representative

Shareholders who do not attend the Annual General Meeting themselves may also be represented at the Annual General Meeting by an authorised representative, e.g. by an intermediary, a shareholders' association or by another person, and have their voting rights, if any, exercised by the authorised representative. In this case, too, timely registration for the General Meeting and – in the case of holders of preference shares (bearer shares) – proof of shareholding in accordance with the aforementioned provisions are required.

In accordance with Section 14 (4) of the Articles of Association in conjunction with Section 134 (3) of the German Stock Corporation Act (AktG), the granting of the power of attorney, its revocation and the proof regarding the authorisation vis-à-vis the Company must be

in text form. Shareholders may use the power of attorney section on the admission ticket form they receive after registration to grant power of attorney; however, it is also possible for shareholders to grant a separate power of attorney in writing.

The proof regarding the authorisation may be submitted, amended, or revoked by sending an e-mail or letter to the following e-mail address or postal address by no later than (24:00 CEST) on Monday, 16 June 2025:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

In the case of authorisation of an intermediary, an association of shareholders, a consultant on share voting rights, or persons, associations, institutes or companies equivalent to these in accordance with Section 135 (8) of the German Stock Corporation Act (AktG), the granting of power of attorney must be recorded by the authorised representative in a verifiable manner; the granting of power of attorney must be complete and may only contain the declarations associated with the exercise of voting rights. Shareholders who wish to authorise an intermediary, a shareholders' association, a consultant on share voting rights, or other persons, associations, institutes or companies equivalent to these are requested to agree on the form of the power of attorney in this case with the person to be authorised. The special procedure in accordance with Section 135 (1) Sentence 5 of the German Stock Corporation Act (AktG) is to be noted.

We offer our ordinary shareholders the option of having their voting right exercised by a voting proxy named by the Company and bound by instructions. In this case, too, timely registration for the General Meeting of shareholders entered in the share register is required in accordance with the aforementioned provisions. Powers of attorney to and instructions for the voting proxies named by the Company must also be submitted to the Company in text form. Without express instructions, the voting proxies named by the Company will not exercise the voting right.

If the voting proxies named by the Company are to be granted power of attorney prior to the Annual General Meeting, the powers of attorney as well as the instructions must be received by the Company by no later than Monday, 16 June 2025 (24:00 CEST) at the following address:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

After duly registering in accordance with the procedure and deadline described above, the ordinary shareholders will be sent a form for granting power of attorney and issuing instructions together with the admission ticket. Where the shareholder authorises more than one person, the Company may refuse to accept one or several of these proxies in accordance with Section 134 (3) Sentence 2 of the German Stock Corporation Act (AktG).

Confirmation of the vote count in accordance with Section 129 (5) German Stock Corporation Act (AktG)

On request, shareholders will be provided with a confirmation of the vote count in accordance with Section 129 (5) of the German Stock Corporation Act (AktG). This can be requested by the voter for a period of one month from the day of the Annual General Meeting, i.e. up until the end of 18 July 2025 (24:00 CEST). This request must be addressed to:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

Rights of the shareholders

Motions to add to the agenda in accordance with Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a share of EUR 500,000.00 (so-called quorum), may demand that items of business be set out in the agenda and be published by notice in accordance with Section 122 (2) of the German Stock Corporation Act (AktG). Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand is to be sent in writing to the personally liable partner as the Company's representative body at the following address:

Sto SE & Co. KGaA
the personally liable partner
STO Management SE
Executive Board
Ehrenbachstraße 1
D-79780 Stühlingen

This demand must be received by the Company at the latest 30 days prior to the General Meeting (the date of the General Meeting and the date of the receipt shall not be included in calculating the period), i.e. at the latest by Sunday, 18 May 2025 (24:00 CEST).

The applicants must prove that they have been the holder of the shares for at least 90 days prior to receipt of the demand (cf. Section 142 (2) Sentence 2 of the German Stock Corporation Act (AktG) in conjunction with Section 122 (1) Sentence 3, (2) Sentence 1 of the German Stock Corporation Act (AktG)). A claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with Section 53 (1) Sentence 1, or Section 53b (1) Sentence 1, or (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the shareholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his or her trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to Section 13 of the Insurance Supervisory Act (VAG) or Section 14 of the Act on Savings and Loan Associations (BauSparkG) (cf. Section 70 of the German Stock Corporation Act (AktG)). The time of receipt by the Company of the demand for amendment is decisive for compliance with the deadline.

Counter-motions and nominations by shareholders in accordance with Sections 126 (1) and 127 of the German Stock Corporation Act (AktG)

Shareholders are entitled to submit motions on individual items on the agenda (cf. Section 126 (1) of the German Stock Corporation Act (AktG)); this also applies to nominations for the election of members of the Supervisory Board or auditors (cf. Section 127 of the German Stock Corporation Act (AktG)).

The counter-motions and nominations of the shareholders are to be sent exclusively to the following address:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

Counter-motions and nominations that are sent to any other address will not be considered.

Pursuant to Section 126 (1) of the German Stock Corporation Act (AktG), Sto SE & Co. KGaA will make counter-motions, including the name of the shareholder, the reasons for which the counter-motions are being made, and any statement made by the management regarding its position accessible on the Company's website at **<https://www.sto.de/s/investor-relations/hauptversammlung>** to the authorised persons (among others, the shareholders requesting this information) set out in Section 125 (1) to (3) of the German Stock Corporation Act (AktG). This is subject to the requirements listed therein being met and to the shareholder having sent a counter-motion opposing a proposal by the personally liable partner and/or Supervisory Board regarding a certain agenda item to the above-mentioned address no later than 14 days prior to the date of the Company's Annual General Meeting, specifying their reasons for doing so (the date of the Annual General Meeting and the date of receipt shall not be included when calculating this period). The counter-motions must be received by the Company by Tuesday, 3 June 2025 (24:00 CEST) at the latest.

The Company is entitled to refrain from publishing a counter-motion and the reasons for which the motion is being made under the conditions set out in Section 126 (2) of the German Stock Corporation Act (AktG). The reasons for the counter-motion need not be made accessible if they amount to more than 5,000 characters in total.

This does not affect the right of any shareholder to submit counter-motions regarding the published agenda items during the Annual General Meeting without having first sent them to Sto SE & Co. KGaA. We hereby wish to inform you that counter-motions that have been sent to the Company on time and in advance will only be considered at the Annual General Meeting if they are raised verbally there.

In accordance with Section 127 of the German Stock Corporation Act (AktG), no reasons need to be specified for nominations by shareholders. Nominations are only made accessible if they include the name, the profession exercised and the place of residence of the person nominated for election. Beyond Section 127 Sentence 1 of the German Stock Corporation Act (AktG) in conjunction with Section 126 (2) of the German Stock Corporation Act (AktG), there are further reasons why nominations do not have to be made accessible on the website (cf. Section 127 Sentence 3 of the German Stock Corporation Act (AktG)). Moreover, the

requirements and regulations for making counter-motions accessible shall apply mutatis mutandis.

Nomination proposals by shareholders that are to be made accessible (including the name of the shareholder – and in the case of motions – the reasons for them) will also be made accessible without undue delay after their receipt at the Internet address on the Company's website at <https://www.sto.de/s/investor-relations/hauptversammlung>. A statement, if any has been made, by the management regarding its position will also be made available at the aforementioned internet address.

Right of shareholders to request information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)

At the Annual General Meeting, any shareholder and any shareholder's representative may request information about Company matters from the personally liable partner provided that this information is necessary to enable a proper assessment of the item of business on the agenda. The obligation to disclose information also extends to the Company's legal and business relationships with an associated company, to the situation of the Group, and to the companies included in the consolidated annual financial statement of the Sto Group. The personally liable partner is entitled to withhold the information under the conditions specified in Section 131 (3) of the German Stock Corporation Act (AktG). In accordance with Section 14 (2) Sentence 2 of the Company's Articles of Association, the chairperson of the Annual General Meeting has the power to restrict, within reason, the amount of time for which shareholders are allowed to speak and ask questions.

Information on the Company's website

The information on the Annual General Meeting pursuant to Section 124a of the German Stock Corporation Act (AktG), including the convening notice for this Annual General Meeting, the 2024 Annual Report and other documents and motions to be made accessible to the shareholders, are accessible on the Company's website at <https://www.sto.de/s/investor-relations/hauptversammlung>. In addition, these documents are available for inspection by the shareholders on the premises at the registered office of Sto SE & Co. KGaA, Ehrenbachstraße 1, D-79780 Stühlingen.

Information on data protection

The Company processes personal data on the basis of the applicable data protection laws in order to enable shareholders to participate in and exercise their rights in the context of the Annual General Meeting. The processing of your data is necessary for participation in the Annual General Meeting. Sto SE & Co. KGaA, Ehrenbachstraße 1, D-79780 Stühlingen, is therefore the responsible body for the processing. The legal basis for the processing is Article 6 (1) lit. (c) of the General Data Protection Regulation (GDPR), Sections 123 and 129 of the German Stock Corporation Act (AktG).

For the purpose of organising the Annual General Meeting, the Company engages various service providers. These shall only receive personal data from the Company which is necessary for the performance of the commissioned services and shall process this data exclusively in accordance with the instructions of the Company. Apart from that, personal data will be made available to shareholders and shareholder representatives in connection with the General Meeting within the framework of the statutory provisions.

You have a right of access, rectification, restriction, objection and deletion with regard to the processing of your personal data at any time, subject to the legal requirements, as well as a right to data transfer in accordance with Chapter III of the General Data Protection Regulation (GDPR). You can exercise these rights free of charge vis-à-vis the Company via the following contact details:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

You also have the right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 of the General Data Protection Regulation (GDPR). You can contact our data protection officer at: Sto SE & Co. KGaA, Datenschutzbeauftragter (Data Protection Officer), Ehrenbachstraße°1, D-79780 Stühlingen.

Total number of shares and voting rights at the time of the convening of this General Meeting

At the time of convening this General Meeting, the share capital of Sto SE & Co. KGaA amounts to EUR 17,556,480.00 and is divided into 6,858,000 no-par shares, i.e. into 4,320,000 registered ordinary shares and 2,538,000 bearer preference shares. Only the ordinary shares are entitled to vote on the agenda items listed above; the preference shares do not grant voting rights (cf. Section 4 of the Articles of Association). At the time of convening the General Meeting, the total number of voting rights is hence 4,320,000; 432,000 of the registered shares are held by Sto SE & Co. KGaA from which the Company is not entitled to any rights.

Stühlingen/Germany, May 2025

Sto SE & Co. KGaA
the personally liable partner
STO Management SE
Executive Board